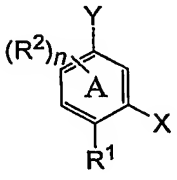
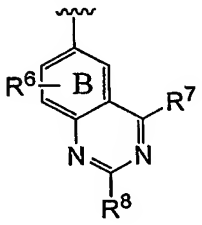
We claim:

1. A compound having formula (I):



I

or a pharmaceutically acceptable derivative thereof, wherein X is



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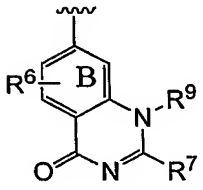

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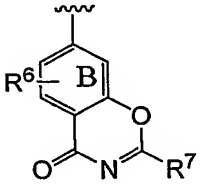

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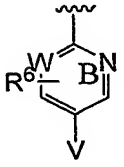

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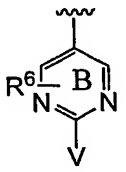
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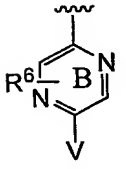
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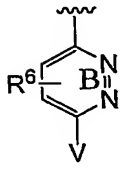
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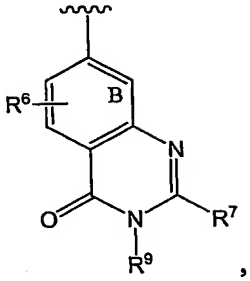
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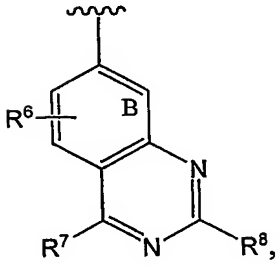
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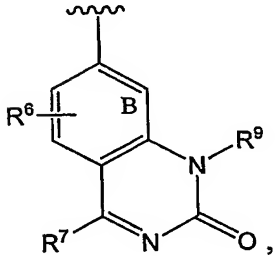
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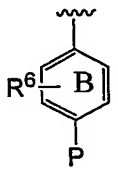


;

R^1 is selected from halogen, hydroxyl, lower alkyl, lower cycloalkyl, alkynyl, trifluoromethyl, methoxy, trifluoromethoxy, cyano, $-NH_2$, $-NR^4R^5$ and $-OR^4$;

R^2 is attached to any available carbon atom of the phenyl ring A and at each occurrence is independently selected from hydrogen, alkyl, lower cycloalkyl, halo, trifluoromethyl, trifluoromethoxy, -OMe, -CN, $-NMe_2$; -S(=O)alkyl, -S(=O)aryl, $-NHSO_2$-aryl-R^4, $-NHSO_2$alkyl, $-CO_2R^4$, $-CONH_2$, $-SO_3H$, -S(O)alkyl, -S(O)aryl, $-SO_2NHR^4$, and $-NHC(=O)NHR^4$;

n is 0 or 1;

Y is $-L-R^3$ or R^{11};

R^3 is selected from hydrogen, alkyl, $-OR^4$, substituted alkyl, cycloalkyl, $-CR^4$cycloalkyl, heteroaryl, substituted heteroaryl, heterocycle and substituted heterocycle;

L is $-C(=O)NH-$, $-NH(C=O)-$, $-SO_2NH-$, $-NHSO_2-$, or $-C(=O)-$;

R^{11} is an optionally substituted 5-membered heteroaryl;

W is CH or N;

V is $-M-R^{10}$ or R^{14};

M is $-C(=O)NR^4-$, $-NR^4(C=O)-$, $-NR^4(C=O)NR^4-$, $-NR^4SO_2-$, or $-C(=O)-$;

R^{14} is aryl or heteroaryl optionally substituted with up to three R^{12};

P is $-Q-R^{10}$ or R^{15};

Q is $-NR^4(C=O)-$, $-NR^4(C=O)NR^4-$, $-SO_2NR^4-$, $-NR^4SO_2-$, or $-C(=O)-$;

R^{15} is aryl or heteroaryl optionally substituted with up to three R^{12};

R^4 and R^5 are each selected independently from hydrogen, lower alkyl and lower cycloalkyl;

R^6 is attached to any available carbon atom of the phenyl ring B and at each occurrence is independently selected from hydrogen, alkyl, lower cycloalkyl, halo, trifluoromethyl, trifluoromethoxy, -OMe, -CN, $-NH_2$, $-NMe_2$;

-S(=O)alkyl, -S(=O)aryl, -$NHSO_2$-aryl-R^4, -$NHSO_2$alkyl, -CO_2R^4, -$CONH_2$, -SO_3H, -S(O)alkyl, -S(O)aryl, -SO_2NHR^4, -$NHC(=O)R^4$, and –$NHC(=O)NHR^4$;

R^7 and R^8 are each independently selected from hydrogen, alkyl, substituted alkyl, aryl, and cycloalkyl;

R^9 is hydrogen, alkyl, substituted alkyl or cycloalkyl;

R^{10} is alkyl, substituted alkyl, aryl, or -$(CH_2)_t$-D-$(CH_2)_e$-R^{13};

t is selected from 0, 1, 2 and 3; e is selected from 0, 1, 2 and 3;

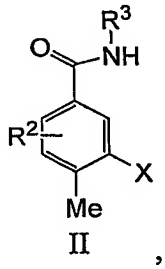
D is selected from a bond, an optionally substituted heterocycle, an optionally substituted aryl, -O-, -S-, -(C=O)-, -NR^4(C=O)-, -(C=O)NR^4-, -S(O)-, SO_2NR^4-, SO_2-, and -NR^4-;

R^{12} is selected from R^{10}, NO_2, CN, lower cycloalkyl, halo, trifluoromethyl, trifluoromethoxy, -OMe, -CN, -NMe_2; -S(=O)alkyl, -S(=O)aryl, -$NHSO_2$-aryl-R^4, -$NHSO_2$alkyl, -CO_2R^4, -$CONH_2$, -SO_3H, -S(O)alkyl, -S(O)aryl, -SO_2NHR^4, and –$NHC(=O)NHR^4$; and

R^{13} is selected from an optionally substituted five- to seven-membered heterocyclic ring, an optionally substituted five- to seven-membered heteroaryl ring and an optionally substituted fused bicyclic ring,

with the proviso that when Q is CO then Y is not oxadiazolyl and L is not –C(=O)NH- or –NHC(=O).

2. The compound of claim 1, having formula (II):

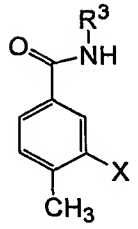


II ,

where R^2 is selected from hydrogen, methyl and halogen; and

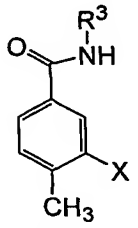
R^3 is selected from alkyl, -OR^4, substituted alkyl, cycloalkyl, heteroaryl and substituted heteroaryl.

3. The compound of claims 1 or 2 having formula (III):



III

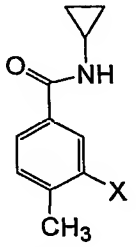
4. The compound of any of claims 1-3 having formula (IV):



IV ,

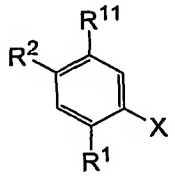
wherein R^3 is selected from lower alkyl, lower cycloalkyl, heteroaryl, and substituted heteroaryl.

5. The compound of any of claims 1-4 having formula (V):



V

6. The compound of claim 1 having formula (VI):

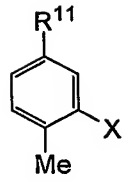


VI ,

where R^1 is selected from methyl, cyclopropyl and halogen; and

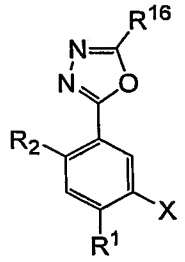
R^2 is selected from hydrogen, methyl and halogen.

7. The compound of claims 1 or 6 having formula (VII):



VII .

8. The compound of any of claims 1, 6 and 7 having formula (VIII):



VIII ,

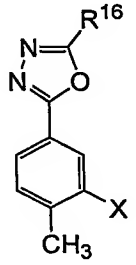
wherein

R^1 is selected from methyl, cyclopropyl and halogen;

R^2 is selected from hydrogen, methyl and halogen; and

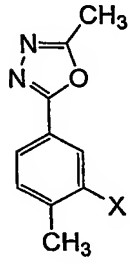
R^{16} is selected from hydrogen, lower alkyl and lower cycloalkyl.

9. The compound of any of claims 1 and 6-8 having formula (IX):

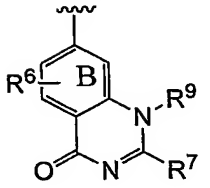
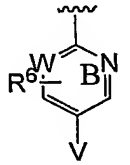
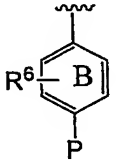


IX .

10. The compound of any of claims 1 and 6-9 having formula:



11. The compound of claim 1, wherein X is selected from


, 
, and 
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12. The compound of claims 1 or 11, wherein R^6 is lower alkyl or hydrogen.

13. The compound of any of claims 1 and 11-12, wherein R^6 is methyl or hydrogen

14. The compound of any of claims 1 and 11-13, wherein R^6 is methyl.

15. The compound of any of claims 1 and 11-13, wherein R^6 is hydrogen.

16. The compound of any of claims 1-15, wherein W is CH or N.

17. The compound of any of claims 1-16, wherein W is CH.

18. The compound of any of claims 1-16, W is N.

19. The compound of any of claim 1-15, wherein V is $-M-R^{10}$ or R^{14}.

20. The compound of any of claims 1 or 19, wherein M is $-C(=O)NR^4-$.

21. The compound of any of claims 1, and 19-20, wherein M is $-C(=O)NH-$.

22. The compound of claims 1 or 19, wherein R^{10} is alkoxyaralkyl.

23. The compound of any of claims 1, 19 and 22, wherein R^{10} is methoxybenzyl.

24. The compound of any of claims 1-19, wherein R^{14} is aryl or heteroaryl optionally substituted with up to three R^{12}.

25. The compound of any of claims 1-19 and 24, wherein R^{14} is heteroaryl optionally substituted with lower alkyl.

26. The compound of any of claims 1-19 and 24-25, wherein R^{14} is oxadiazolyl, optionally substituted with methyl.

27. The compound of any of claims 1-11, wherein P is $-C(=O)-R^{10}$ or R^{15}, where R^{10} is aryl and R^{15} is aryl or heteroaryl optionally substituted with up to three R^{12}.

28. The compound of any of claims 1, 6, 8 and 11-27, wherein R^1 is selected from lower alkyl, lower cycloalkyl and halogen.

29. The compound of any of claims 1, 6, 8 and 11-28, wherein R^1 is lower alkyl.

30. The compound of of any of claims 1, 6, 8 and 11-29, wherein R^1 is methyl.

31. The compound of any of claims 1, 2, 6, 8 and 11-30, wherein R^2 is selected from lower alkyl, lower cycloalkyl and halogen.

32. The compound of any of claims 1, 2, 6, 8 and 11-31, wherein R^2 is hydrogen.

33. The compound of any of claims 1 and 11-32, wherein L is -CONH-.

34. The compound of any of claims 1 and 11-33, wherein R^3 is selected from lower alkyl, lower cycloalkyl, heteroaryl, substituted heteroaryl.

35. The compound of any of claims 1 and 11-34, wherein R^3 is lower cycloalkyl.

36. The compound of any of claims 1 and 11-35, wherein R^3 is cyclopropyl.

37. The compound of claim 1 selected from:

6-Methyl-4'-[1,3,4]oxadiazol-2-yl-biphenyl-3-carboxylic acid cyclopropylamide;

6-Methyl-4'-(5-methyl-[1,3,4]oxadiazol-2-yl)-biphenyl-3-carboxylic acid cyclopropylamide;

6-Methyl-4'-(4H-[1,2,4]triazol-3-yl)-biphenyl-3-carboxylic acid cyclopropylamide;

N-Cyclopropyl-4-methyl-3-(5-[1,3,4]oxadiazol-2-yl-pyridin-2-yl)-benzamide;
N-Cyclopropyl-4-methyl-3-[5-(5-methyl-[1,3,4]oxadiazol-2-yl)-pyridin-2-yl]-benzamide;
3-(3-Benzyl-4-oxo-3,4-dihydro-quinazolin-7-yl)-N-cyclopropyl-4-methyl-benzamide;
N-Cyclopropyl-3-[3-(2,6-dichloro-benzyl)-4-oxo-3,4-dihydro-quinazolin-7-yl]-4-methyl-benzamide;
N-Cyclopropyl-3-[3-(3,4-dichloro-benzyl)-4-oxo-3,4-dihydro-quinazolin-7-yl]-4-methyl-benzamide;
N-Cyclopropyl-3-[3-(4-methoxy-benzyl)-4-oxo-3,4-dihydro-quinazolin-7-yl]-4-methyl-benzamide;
N-Cyclopropyl-4-methyl-3-(4-oxo-3,4-dihydro-quinazolin-7-yl)-benzamide;
4'-Benzoyl-6-methyl-biphenyl-3-carboxylic acid cyclopropylamide;
6-(5-Cyclopropylcarbamoyl-2-methyl-phenyl)-N-(4-methoxy-benzyl)-nicotinamide;
N-(4-Methoxybenzyl)-2-[(5-cyclopropylaminocarbonyl)-2-methylphenyl]-4-aminopyrimidine-5-carboxyamide;
3'-Amino-4'-benzoyl-6-methyl-biphenyl-3-carboxylic acid cyclopropylamide;
N-Cyclopropyl-4-methyl-3-(2-oxo-4-phenyl-1,2-dihydro-quinazolin-7-yl)-benzamide;
N-Cyclopropyl-4-methyl-3-(4-phenyl-quinazolin-7-yl)-benzamide; and
3'-Acetylamino-4'-benzoyl-6-methyl-biphenyl-3-carboxylic acid cyclopropylamide.

38. A method of treating, preventing, or ameliorating one or more symptoms of p38 kinase-mediated diseases or disorders, comprising administering to a subject in need thereof a compound of any of claims 1-37.

39. The method of claim 38, wherein the disease or disorder is selected from inflammatory diseases, autoimmune diseases, destructive bone disorders, proliferative disorders, angiogenic disorders, infectious diseases, neurodegenerative diseases, and viral diseases.

40. The method of claims 37 or 38, wherein the disease or disorder is selected from pancreatitis (acute or chronic), asthma, allergies, adult respiratory distress syndrome, chronic obstructive pulmonary disease, glomerulonephritis, rheumatoid arthritis, systemic lupus erythematosis, scleroderma, chronic thyroiditis, Grave's disease, autoimmune gastritis, diabetes, autoimmune hemolytic anemia,

autoimmune neutropenia, thrombocytopenia, atopic dermatitis, chronic active hepatitis, myasthenia gravis, multiple sclerosis, inflammatory bowel disease, ulcerative colitis, Crohn's disease, psoriasis, graft vs. host disease, inflammatory reaction induced by endotoxin, tuberculosis, atherosclerosis, muscle degeneration, cachexia, psoriatic arthritis, Reiter's syndrome, gout, traumatic arthritis, rubella arthritis, acute synovitis, pancreatic β-cell disease; diseases characterized by massive neutrophil infiltration; rheumatoid spondylitis, gouty arthritis and other arthritic conditions, cerebral malaria, chronic pulmonary inflammatory disease, silicosis, pulmonary sarcoisosis, bone resorption disease, allograft rejections, fever and myalgias due to infection, cachexia secondary to infection, meloid formation, scar tissue formation, ulcerative colitis, pyresis, influenza, osteoporosis, osteoarthritis and multiple myeloma-related bone disorder, acute myelogenous leukemia, chronic myelogenous leukemia, metastatic melanoma, Kaposi's sarcoma, multiple myeloma, sepsis, septic shock, and Shigellosis; Alzheimer's disease, Parkinson's disease, cerebral ischemias or neurodegenerative disease caused by traumatic injury; angiogenic disorders including solid tumors, ocular neovasculization, and infantile haemangiomas; viral diseases including acute hepatitis infection (including hepatitis A, hepatitis B and hepatitis C), HIV infection and CMV retinitis, AIDS, SARS, ARC or malignancy, and herpes; stroke, myocardial ischemia, ischemia in stroke heart attacks, organ hyposia, vascular hyperplasia, cardiac and renal reperfusion injury, thrombosis, cardiac hypertrophy, thrombin induced platelet aggregation, endotoxemia and/or toxic shock syndrome, and conditions associated with prostaglandin endoperoxidase synthase-2.

41. A method of inhibiting the expression of inducible pro-inflammatory proteins, comprising administering to a subject in need thereof a compound of any of claims 1-37.

42. The method of claim 41, wherein the inducible pro-inflammatory protein is prostaglandin endoperoxide synthase-2 (PGHS-2), also referred to as cyclooxygenase-2 (COX-2).

43. A method of treating, preventing, or ameliorating one or more symptoms of diseases or disorders associated with inducible pro-inflammatory proteins, comprising administering to a subject in need thereof a compound of any of claims 1-37.

44. The method of claim 43, wherein the disease or disorder is selected from edema, analgesia, fever, pain, neuromuscular pain, headache, pain caused by cancer, dental pain and arthritis pain.

45. The method of claim 40, wherein the viral infection is a veterinary viral infection.

46. The method of claim 45, wherein the veterinary viral infection is lentivirus infection, equine infectious anemia virus; retro virus infection, feline immunodeficiency virus, bovine immunodeficiency virus, and canine immunodeficiency virus.

47. A method of treating, preventing, or ameliorating one or more symptoms of a cytokine mediated disease or disorder, comprising administering to a subject in need thereof a compound of any of claims 1-37.

48. The method of any of claims 38-47, further comprising administering a corticosteroid, rolipram, calphostin, a CSAID, a 4-substituted imidazo[1,2-A]quinoxaline, interleukin-10, a glucocorticoid, a salicylate, nitric oxide, an immunosuppressant, a nuclear translocation inhibitor, deoxyspergualin (DSG); a non-steroidal antiinflammatory drug (NSAID), ibuprofen, celecoxib, rofecoxib; a steroid, prednisone, dexamethasone; an antiviral agent, abacavir; an antiproliferative agent, methotrexate, leflunomide, FK506; a cytotoxic drug, azathioprine, cyclophosphamide, a TNF-α inhibitor, tenidap, an anti-TNF antibody, a soluble TNF receptor, and rapamycin, or derivatives thereof.

49. A method of inhibiting p38 kinases, comprising contacting a p38 kinase with a compound of any of claims 1-37.

50. The method of claim 49, wherein the p38 kinase is p38α or p38β kinases.

51. A method of mediating cytokine response, comprising administering to a subject in need thereof an effective amount of a compound of any of claims 1-37.

52. The method of claim 51, wherein the cytokine response is induced by p38 kinase activity.

53. A method of inhibiting inflammatory response, comprising administering to a subject in need thereof an effective amount of a compound of any of claims 1-37.

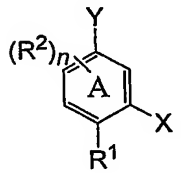
54. A pharmaceutical composition, comprising a compound of any of claims 1-37 and a pharmaceutically acceptable carrier.

55. The pharmaceutical composition of claim 54 that is formulated for single dosage administration.

56. The pharmaceutical composition of claims 54 or 55, further comprising one or more of the following: corticosteroid, rolipram, calphostin, a CSAID, a 4-substituted imidazo[1,2-A]quinoxaline, interleukin-10, a glucocorticoid, a salicylate, nitric oxide, an immunosuppressant, a nuclear translocation inhibitor, deoxyspergualin (DSG); a non-steroidal antiinflammatory drug (NSAID), ibuprofen, celecoxib, rofecoxib; a steroid, prednisone, dexamethasone; an antiviral agent, abacavir; an antiproliferative agent, methotrexate, leflunomide, FK506; a cytotoxic drug, azathioprine, cyclophosphamide, a TNF-α inhibitor, tenidap, an anti-TNF antibody, a soluble TNF receptor, and rapamycin, or derivatives thereof.

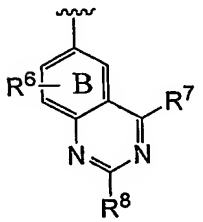
57. An article of manufacture, comprising packaging material, a compound of any of claims 1-37 which is useful for treating, preventing, or ameliorating one or more symptoms of p38 kinase-mediated diseases or disorders, and a label that indicates that the compound is useful for treating, preventing, or ameliorating one or more symptoms of p38 kinase-mediated diseases or disorders.

58. A method of treating, preventing, or ameliorating one or more symptoms of p38 kinase-mediated diseases or disorders, comprising administering to a subject in need thereof a compound of formula (I):



I

or a pharmaceutically acceptable derivative thereof, wherein X is



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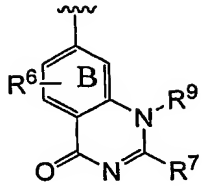
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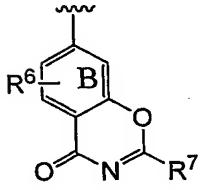
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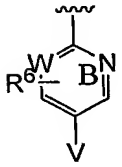
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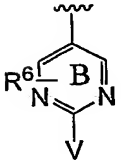
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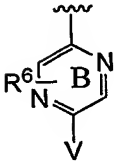
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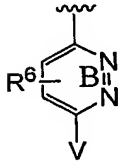
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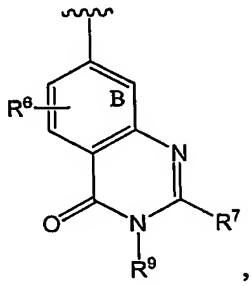
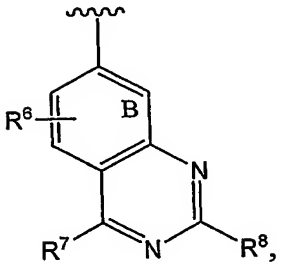
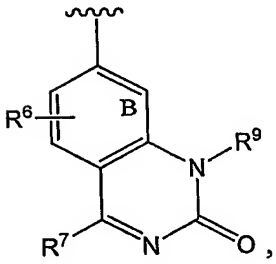
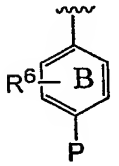








R^1 is selected from hydrogen, halogen, hydroxyl, lower alkyl, lower cycloalkyl, alkynyl, trifluoromethyl, methoxy, trifluoromethoxy, cyano, $-NH_2$, $-NR^4R^5$ and $-OR^4$;

R^2 is attached to any available carbon atom of the phenyl ring A and at each occurrence is independently selected from hydrogen, alkyl, lower cycloalkyl, halo, trifluoromethyl, trifluoromethoxy, -OMe, -CN, $-NMe_2$; $-S(=O)$alkyl, $-S(=O)$aryl, $-NHSO_2$-aryl-R^4, $-NHSO_2$alkyl, $-CO_2R^4$, $-CONH_2$, $-SO_3H$, $-S(O)$alkyl, $-S(O)$aryl, $-SO_2NHR^4$, and $-NHC(=O)NHR^4$;

n is 0 or 1;

Y is –L-R^3 or R^{11};

R^3 is selected from hydrogen, alkyl, -OR^4, substituted alkyl, cycloalkyl, -CR^4cycloalkyl, heteroaryl, substituted heteroaryl, heterocycle and substituted heterocycle;

L is –C(=O)NH-, -NH(C=O)-, -SO_2NH-, -$NHSO_2$-, or -C(=O)-;

R^{11} is an optionally substituted 5-membered heteroaryl;

W is CH or N;

V is –M-R^{10} or R^{14};

M is –C(=O)NR^4-, -NR^4(C=O)-, -NR^4(C=O)NR^4-, -NR^4SO_2-, or -C(=O)-;

R^{14} is aryl or heteroaryl optionally substituted with up to three R^{12};

P is –Q-R^{10} or R^{15};

Q is -NR^4 (C=O)-, -NR^4 (C=O)NR^4-, -SO_2NR^4-, -NR^4SO_2-, or -C(=O)-;

R^{15} is aryl or heteroaryl optionally substituted with up to three R^{12};

R^4 and R^5 are each selected independently from hydrogen, lower alkyl and lower cycloalkyl;

R^6 is attached to any available carbon atom of the phenyl ring B and at each occurrence is independently selected from hydrogen, alkyl, lower cycloalkyl, halo, trifluoromethyl, trifluoromethoxy, -OMe, -CN, -NH_2, -NMe_2; -S(=O)alkyl, -S(=O)aryl, -$NHSO_2$-aryl-R^4, -$NHSO_2$alkyl, -CO_2R^4, -$CONH_2$, -SO_3H, -S(O)alkyl, -S(O)aryl, -SO_2NHR^4, -NHC(=O)R^4, and –NHC(=O)NHR^4;

R^7 and R^8 are each independently selected from hydrogen, alkyl, substituted alkyl, aryl, and cycloalkyl;

R^9 is hydrogen, alkyl, substituted alkyl or cycloalkyl;

R^{10} is alkyl, substituted alkyl, aryl, or -$(CH_2)_t$-D-$(CH_2)_e$-R^{13};

t is selected from 0, 1, 2 and 3; e is selected from 0, 1, 2 and 3;

D is selected from a bond, an optionally substituted heterocycle, an optionally substituted aryl, -O-, -S-, -(C=O)-, -NR^4(C=O)-, -(C=O)NR^4-, -S(O)-, SO_2NR^4-, SO_2-, and -NR^4-;

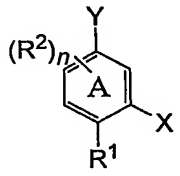
R^{12} is selected from R^{10}, NO_2, CN, lower cycloalkyl, halo, trifluoromethyl, trifluoromethoxy, -OMe, -CN, -NMe_2; -S(=O)alkyl, -

S(=O)aryl, -$NHSO_2$-aryl-R^4, -$NHSO_2$alkyl, -CO_2R^4, -$CONH_2$, -SO_3H, -S(O)alkyl, -S(O)aryl, -SO_2NHR^4, and –NHC(=O)NHR^4; and

R^{13} is selected from an optionally substituted five- to seven-membered heterocyclic ring, an optionally substituted five- to seven-membered heteroaryl ring and an optionally substituted fused bicyclic ring,

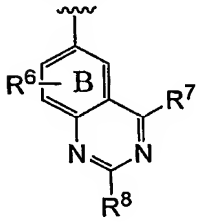
with the proviso that when Q is CO then Y is not oxadiazolyl and L is not –C(=O)NH- or –NHC(=O).

59. A method of inhibiting the expression of inducible pro-inflammatory proteins, comprising administering to a subject in need thereof a compound of formula (I):



I

or a pharmaceutically acceptable derivative thereof, wherein X is



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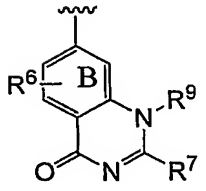

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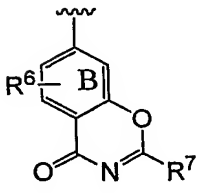

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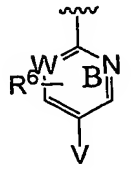
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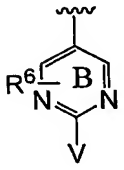
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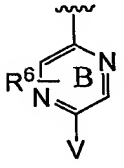
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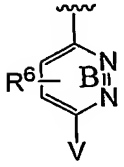
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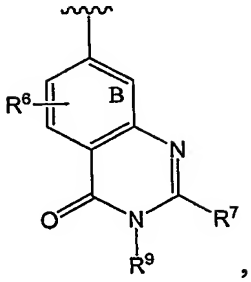
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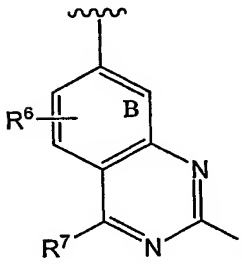
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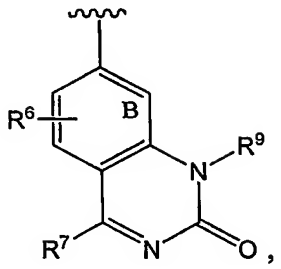
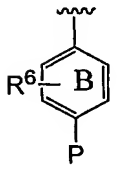




;

R^1 is selected from hydrogen, halogen, hydroxyl, lower alkyl, lower cycloalkyl, alkynyl, trifluoromethyl, methoxy, trifluoromethoxy, cyano, $-NH_2$, $-NR^4R^5$ and $-OR^4$;

R^2 is attached to any available carbon atom of the phenyl ring A and at each occurrence is independently selected from hydrogen, alkyl, lower cycloalkyl, halo, trifluoromethyl, trifluoromethoxy, -OMe, -CN, $-NMe_2$; $-S(=O)$alkyl, $-S(=O)$aryl, $-NHSO_2$-aryl-R^4, $-NHSO_2$alkyl, $-CO_2R^4$, $-CONH_2$, $-SO_3H$, $-S(O)$alkyl, $-S(O)$aryl, $-SO_2NHR^4$, and $-NHC(=O)NHR^4$;

n is 0 or 1;

Y is $-L-R^3$ or R^{11};

R^3 is selected from hydrogen, alkyl, $-OR^4$, substituted alkyl, cycloalkyl, $-CR^4$cycloalkyl, heteroaryl, substituted heteroaryl, heterocycle and substituted heterocycle;

L is $-C(=O)NH-$, $-NH(C=O)-$, $-SO_2NH-$, $-NHSO_2-$, or $-C(=O)-$;

R^{11} is an optionally substituted 5-membered heteroaryl;

W is CH or N;

V is $-M-R^{10}$ or R^{14};

M is $-C(=O)NR^4-$, $-NR^4(C=O)-$, $-NR^4(C=O)NR^4-$, $-NR^4SO_2-$, or $-C(=O)-$;

R^{14} is aryl or heteroaryl optionally substituted with up to three R^{12};

P is $-Q-R^{10}$ or R^{15};

Q is $-NR^4(C=O)-$, $-NR^4(C=O)NR^4-$, $-SO_2NR^4-$, $-NR^4SO_2-$, or $-C(=O)-$;

R^{15} is aryl or heteroaryl optionally substituted with up to three R^{12};

R^4 and R^5 are each selected independently from hydrogen, lower alkyl and lower cycloalkyl;

R^6 is attached to any available carbon atom of the phenyl ring B and at each occurrence is independently selected from hydrogen, alkyl, lower cycloalkyl, halo, trifluoromethyl, trifluoromethoxy, -OMe, -CN, $-NH_2$, $-NMe_2$; -S(=O)alkyl, -S(=O)aryl, $-NHSO_2$-aryl-R^4, $-NHSO_2$alkyl, $-CO_2R^4$, $-CONH_2$, $-SO_3H$, -S(O)alkyl, -S(O)aryl, $-SO_2NHR^4$, $-NHC(=O)R^4$, and $-NHC(=O)NHR^4$;

R^7 and R^8 are each independently selected from hydrogen, alkyl, substituted alkyl, aryl, and cycloalkyl;

R^9 is hydrogen, alkyl, substituted alkyl or cycloalkyl;

R^{10} is alkyl, substituted alkyl, aryl, or $-(CH_2)_t$-D-$(CH_2)_e$-R^{13};

t is selected from 0, 1, 2 and 3; e is selected from 0, 1, 2 and 3;

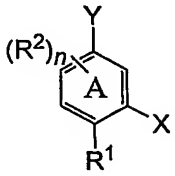
D is selected from a bond, an optionally substituted heterocycle, an optionally substituted aryl, -O-, -S-, -(C=O)-, $-NR^4(C=O)$-, $-(C=O)NR^4$-, -S(O)-, SO_2NR^4-, SO_2-, and $-NR^4$-;

R^{12} is selected from R^{10}, NO_2, CN, lower cycloalkyl, halo, trifluoromethyl, trifluoromethoxy, -OMe, -CN, $-NMe_2$; -S(=O)alkyl, -S(=O)aryl, $-NHSO_2$-aryl-R^4, $-NHSO_2$alkyl, $-CO_2R^4$, $-CONH_2$, $-SO_3H$, -S(O)alkyl, -S(O)aryl, $-SO_2NHR^4$, and $-NHC(=O)NHR^4$; and

R^{13} is selected from an optionally substituted five- to seven-membered heterocyclic ring, an optionally substituted five- to seven-membered heteroaryl ring and an optionally substituted fused bicyclic ring,

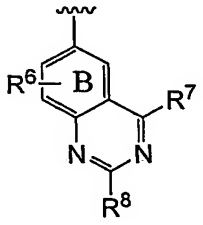
with the proviso that when Q is CO then Y is not oxadiazolyl and L is not –C(=O)NH- or –NHC(=O).

60. A method of treating, preventing, or ameliorating one or more symptoms of diseases or disorders associated with inducible pro-inflammatory proteins, comprising administering to a subject in need thereof a compound of formula (I):



I

or a pharmaceutically acceptable derivative thereof, wherein X is



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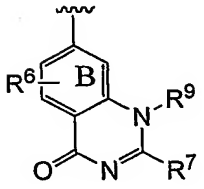

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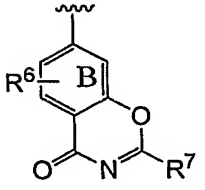

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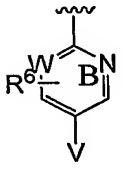

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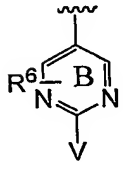

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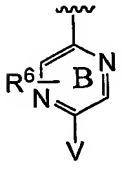

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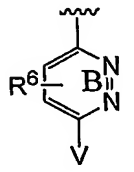

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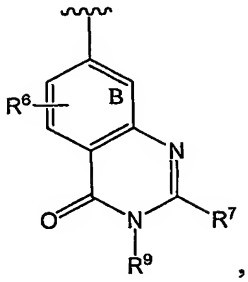

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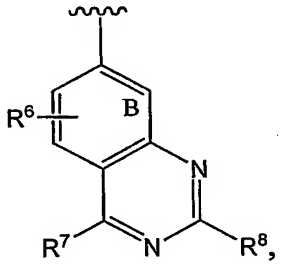

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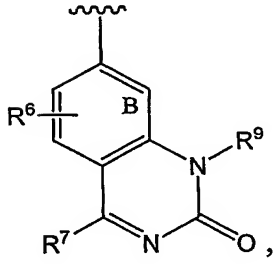

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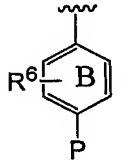


;

R^1 is selected from hydrogen, halogen, hydroxyl, lower alkyl, lower cycloalkyl, alkynyl, trifluoromethyl, methoxy, trifluoromethoxy, cyano, $-NH_2$, $-NR^4R^5$ and $-OR^4$;

R^2 is attached to any available carbon atom of the phenyl ring A and at each occurrence is independently selected from hydrogen, alkyl, lower cycloalkyl, halo, trifluoromethyl, trifluoromethoxy, -OMe, -CN, -NMe_2; -S(=O)alkyl, -S(=O)aryl, -$NHSO_2$-aryl-R^4, -$NHSO_2$alkyl, -CO_2R^4, -$CONH_2$, -SO_3H, -S(O)alkyl, -S(O)aryl, -SO_2NHR^4, and –$NHC(=O)NHR^4$;

n is 0 or 1;

Y is –L-R^3 or R^{11};

R^3 is selected from hydrogen, alkyl, -OR^4, substituted alkyl, cycloalkyl, -CR^4cycloalkyl, heteroaryl, substituted heteroaryl, heterocycle and substituted heterocycle;

L is –C(=O)NH-, -NH(C=O)-, -SO_2NH-, -$NHSO_2$-, or -C(=O)-;

R^{11} is an optionally substituted 5-membered heteroaryl;

W is CH or N;

V is –M-R^{10} or R^{14};

M is –C(=O)NR^4-, -NR^4(C=O)-, -NR^4(C=O)NR^4-, -NR^4SO_2-, or -C(=O)-;

R^{14} is aryl or heteroaryl optionally substituted with up to three R^{12};

P is –Q-R^{10} or R^{15};

Q is -NR^4 (C=O)-, -NR^4 (C=O)NR^4-, -SO_2NR^4-, -NR^4SO_2-, or -C(=O)-;

R^{15} is aryl or heteroaryl optionally substituted with up to three R^{12};

R^4 and R^5 are each selected independently from hydrogen, lower alkyl and lower cycloalkyl;

R^6 is attached to any available carbon atom of the phenyl ring B and at each occurrence is independently selected from hydrogen, alkyl, lower cycloalkyl, halo, trifluoromethyl, trifluoromethoxy, -OMe, -CN, -NH_2, -NMe_2; -S(=O)alkyl, -S(=O)aryl, -$NHSO_2$-aryl-R^4, -$NHSO_2$alkyl, -CO_2R^4, -$CONH_2$, -SO_3H, -S(O)alkyl, -S(O)aryl, -SO_2NHR^4, -$NHC(=O)R^4$, and –$NHC(=O)NHR^4$;

R^7 and R^8 are each independently selected from hydrogen, alkyl, substituted alkyl, aryl, and cycloalkyl;

R^9 is hydrogen, alkyl, substituted alkyl or cycloalkyl;

R^{10} is alkyl, substituted alkyl, aryl, or -$(CH_2)_t$-D-$(CH_2)_e$-R^{13};

t is selected from 0, 1, 2 and 3; e is selected from 0, 1, 2 and 3;

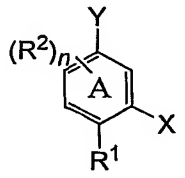
D is selected from a bond, an optionally substituted heterocycle, an optionally substituted aryl, -O-, -S-, -(C=O)-, -NR^4(C=O)-, -(C=O)NR^4-, -S(O)-, SO_2NR^4-, SO_2-, and -NR^4-;

R^{12} is selected from R^{10}, NO_2, CN, lower cycloalkyl, halo, trifluoromethyl, trifluoromethoxy, -OMe, -CN, -NMe_2; -S(=O)alkyl, -S(=O)aryl, -$NHSO_2$-aryl-R^4, -$NHSO_2$alkyl, -CO_2R^4, -$CONH_2$, -SO_3H, -S(O)alkyl, -S(O)aryl, -SO_2NHR^4, and –NHC(=O)NHR^4; and

R^{13} is selected from an optionally substituted five- to seven-membered heterocyclic ring, an optionally substituted five- to seven-membered heteroaryl ring and an optionally substituted fused bicyclic ring,

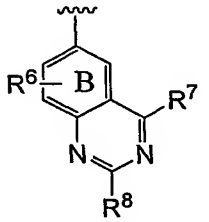
with the proviso that when Q is CO then Y is not oxadiazolyl and L is not –C(=O)NH- or –NHC(=O).

61. A method of mediating cytokine response comprising administering to a subject in need thereof a compound of formula (I):



I

or a pharmaceutically acceptable derivative thereof, wherein X is



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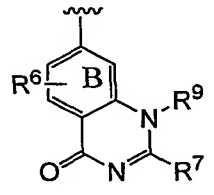

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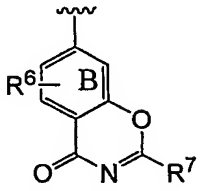

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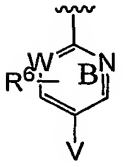

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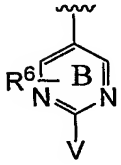

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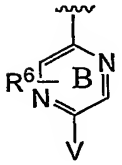

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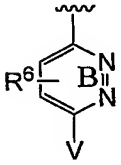

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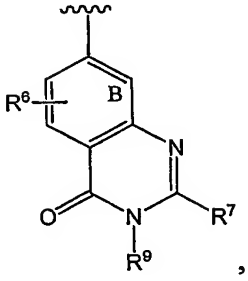

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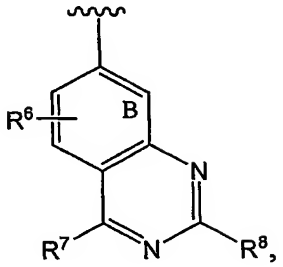

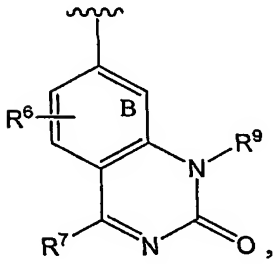

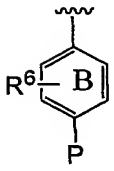

;

R^1 is selected from hydrogen, halogen, hydroxyl, lower alkyl, lower cycloalkyl, alkynyl, trifluoromethyl, methoxy, trifluoromethoxy, cyano, $-NH_2$, $-NR^4R^5$ and $-OR^4$;

R^2 is attached to any available carbon atom of the phenyl ring A and at each occurrence is independently selected from hydrogen, alkyl, lower cycloalkyl, halo, trifluoromethyl, trifluoromethoxy, -OMe, -CN, $-NMe_2$; $-S(=O)$alkyl, $-S(=O)$aryl, $-NHSO_2$-aryl-R^4, $-NHSO_2$alkyl, $-CO_2R^4$, $-CONH_2$, $-SO_3H$, $-S(O)$alkyl, $-S(O)$aryl, $-SO_2NHR^4$, and $-NHC(=O)NHR^4$;

n is 0 or 1;

Y is $-L-R^3$ or R^{11};

R^3 is selected from hydrogen, alkyl, $-OR^4$, substituted alkyl, cycloalkyl, $-CR^4$cycloalkyl, heteroaryl, substituted heteroaryl, heterocycle and substituted heterocycle;

L is $-C(=O)NH-$, $-NH(C=O)-$, $-SO_2NH-$, $-NHSO_2-$, or $-C(=O)-$;

R^{11} is an optionally substituted 5-membered heteroaryl;

W is CH or N;

V is –M-R^{10} or R^{14};

M is –C(=O)NR^4-, -NR^4(C=O)-, -NR^4(C=O)NR^4-, -NR^4SO_2-, or -C(=O)-;

R^{14} is aryl or heteroaryl optionally substituted with up to three R^{12};

P is –Q-R^{10} or R^{15};

Q is -NR^4 (C=O)-, -NR^4 (C=O)NR^4-, -SO_2NR^4-, -NR^4SO_2-, or -C(=O)-;

R^{15} is aryl or heteroaryl optionally substituted with up to three R^{12};

R^4 and R^5 are each selected independently from hydrogen, lower alkyl and lower cycloalkyl;

R^6 is attached to any available carbon atom of the phenyl ring B and at each occurrence is independently selected from hydrogen, alkyl, lower cycloalkyl, halo, trifluoromethyl, trifluoromethoxy, -OMe, -CN, -NH_2, -NMe_2; -S(=O)alkyl, -S(=O)aryl, -$NHSO_2$-aryl-R^4, -$NHSO_2$alkyl, -CO_2R^4, -$CONH_2$, -SO_3H, -S(O)alkyl, -S(O)aryl, -SO_2NHR^4, -$NHC(=O)R^4$, and –$NHC(=O)NHR^4$;

R^7 and R^8 are each independently selected from hydrogen, alkyl, substituted alkyl, aryl, and cycloalkyl;

R^9 is hydrogen, alkyl, substituted alkyl or cycloalkyl;

R^{10} is alkyl, substituted alkyl, aryl, or -$(CH_2)_t$-D-$(CH_2)_e$-R^{13};

t is selected from 0, 1, 2 and 3; e is selected from 0, 1, 2 and 3;

D is selected from a bond, an optionally substituted heterocycle, an optionally substituted aryl, -O-, -S-, -(C=O)-, -NR^4(C=O)-, -(C=O)NR^4-, -S(O)-, SO_2NR^4-, SO_2-, and -NR^4-;

R^{12} is selected from R^{10}, NO_2, CN, lower cycloalkyl, halo, trifluoromethyl, trifluoromethoxy, -OMe, -CN, -NMe_2; -S(=O)alkyl, -S(=O)aryl, -$NHSO_2$-aryl-R^4, -$NHSO_2$alkyl, -CO_2R^4, -$CONH_2$, -SO_3H, -S(O)alkyl, -S(O)aryl, -SO_2NHR^4, and –$NHC(=O)NHR^4$; and

R^{13} is selected from an optionally substituted five- to seven-membered heterocyclic ring, an optionally substituted five- to seven-membered heteroaryl ring and an optionally substituted fused bicyclic ring,

with the proviso that when Q is CO then Y is not oxadiazolyl and L is not –C(=O)NH- or –NHC(=O).